Amendments to the Claims:

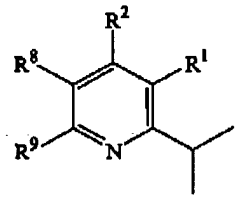
This listing of claims will replace all prior versions, and listings of claims in the application.

Listing of Claims:

1-12. (Canceled)

13 - 40. (Canceled).

41. (Original) A compound having the formula



III

wherein:

R^1 is a member selected from the group consisting of optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkylene having at least 2 sites of unsaturation, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heteroarylthioalkyl, optionally substituted heteroaryliminooxyalkyl, optionally substituted heterocyclyl, optionally substituted oximinoaryl and optionally substituted heteroarylalkoxy;

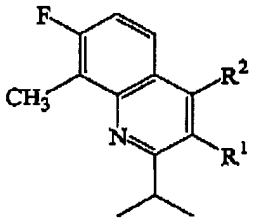
R^2 is independently a member selected from the group consisting of optionally substituted (C_1-C_6)alkyl, optionally substituted (C_1-C_6)alkoxy, acyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy;

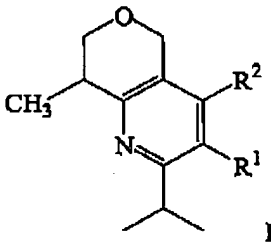
R^8 is a member selected from the group consisting of an optionally substituted alkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy;

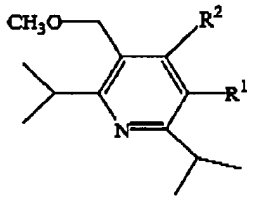
R^9 is a member selected from the group consisting of an optionally substituted alkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy; or alternatively, R^8 and R^9 and the

carbons to which they are attached, joined to form an optionally substituted aryl or optionally substituted heteroalkyl 5-or 6 membered ring.

42. (Original) The compound of claim 41, wherein said compound is a member selected from the group consisting of


IIIa,


IIIb, and

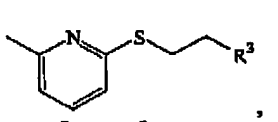

IIIc

wherein:

R^1 is a member selected from the group consisting of optionally substituted alkyl, optionally substituted alkoxy, optionally substituted (C_2-C_{18})alkylene having at least 2 sites of unsaturation, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heteroarylalkoxy, and optionally substituted; and

R^2 is independently a member selected from the group consisting of optionally substituted (C_1-C_6)alkyl, optionally substituted (C_1-C_6)alkoxy, acyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy.

43. (Original) The compound of claim 42, wherein R^1 is a member selected from the group consisting of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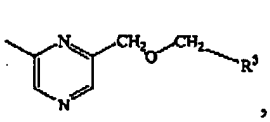
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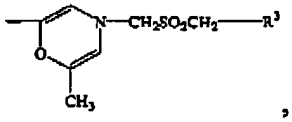
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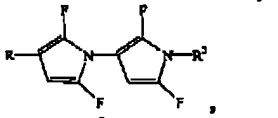
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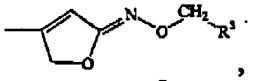
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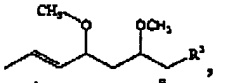
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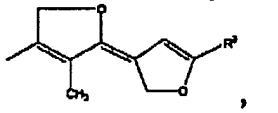
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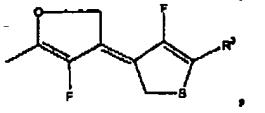
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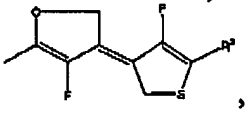
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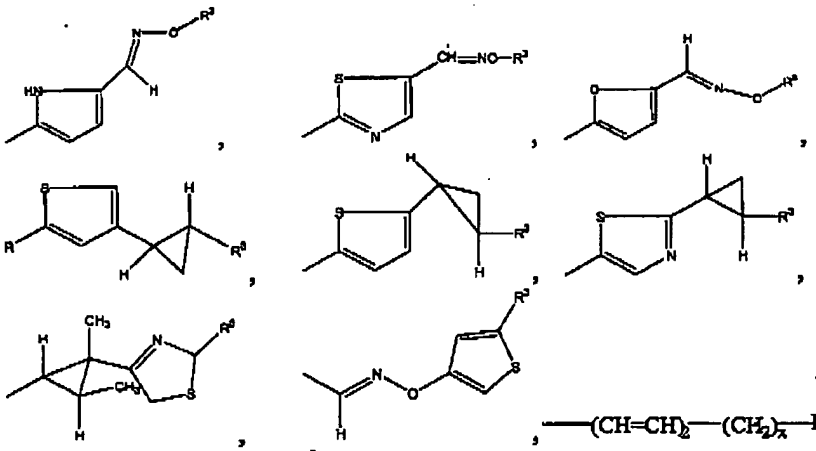
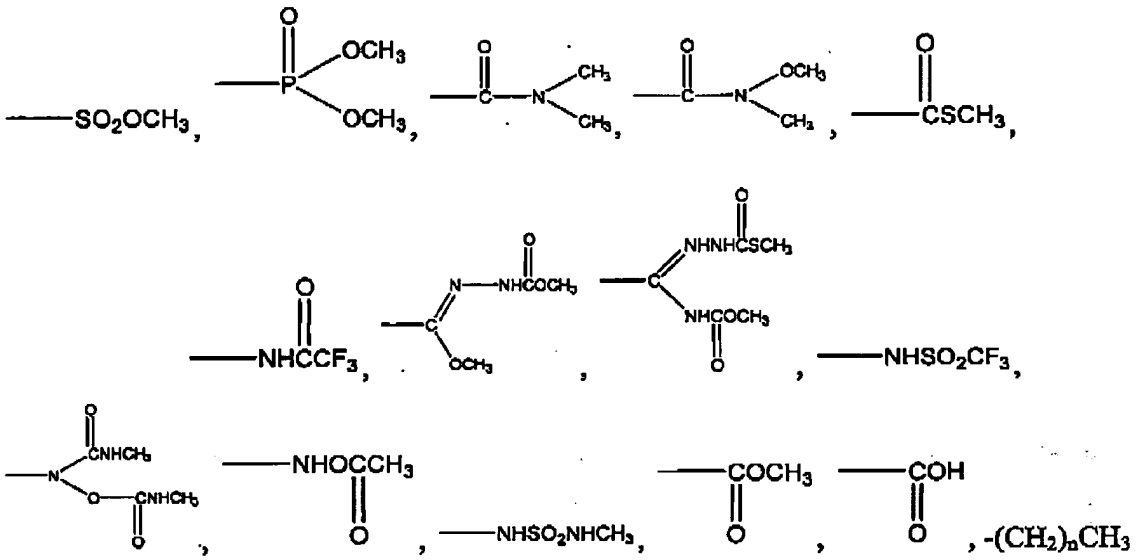


, —(CH=CH)$_2$—(CH$_2$)$_x$—R^3 wherein x is about 1 to about 14 and —(CH=CH)$_3$—R^3; and

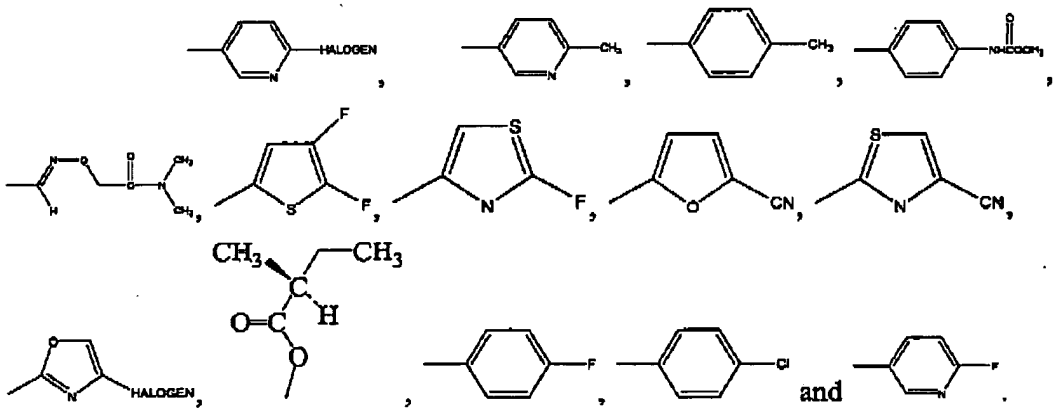
R^3 is a member selected from the group consisting of consisting of alkyl, alkoxysulfonyl, dialkylphosphono, optionally substituted carbamoyl, alkylthiocarbonyl, optionally substituted alkylamido, optionally substituted amidino, optionally substituted alkylsulfonamido, alkoyloxyamino, alkylaminosulfonamido, and alkoxycarbonyl.

44. (Original) The compound of claim **43**, wherein R^3 is a member selected from the group consisting of consisting of



wherein n is about 1 to about 10 and $-CH_3$.

45. (Original) The compound of claim **42**, wherein R^2 is a member selected from the group consisting of consisting of



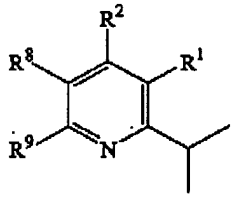
and

46. (Original) The compound of claim 45, wherein R^2 is p-fluorophenyl.

47 - 62. (Canceled)

63. (Original) A pharmaceutical composition, said pharmaceutical composition comprising:

a compound having the formula



III

wherein:

R^1 is a member selected from the group consisting of optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkylene having at least 2 sites of unsaturation, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heteroarylthioalkyl, optionally substituted heteroaryliminooxyalkyl, optionally substituted heterocyclyl, optionally substituted oximinoaryl and optionally substituted heteroarylalkoxy;

R^2 is independently a member selected from the group consisting of optionally substituted (C_1-C_6)alkyl, optionally substituted (C_1-C_6)alkoxy, acyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy;

R^8 is a member selected from the group consisting of an optionally substituted alkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, and optionally substituted heteroarylalkoxy;

R^9 is a member selected from the group consisting of an optionally substituted alkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted

heteroarylalkyl, optionally substituted heteroarylalkoxy; or alternatively, R^8 and R^9 and the carbons to which they are attached, joined to form an optionally substituted aryl or optionally substituted heteroalkyl 5-or 6 membered ring; and

a pharmaceutically acceptable excipient therefor.

64 - 81. (Canceled)

82. (Currently amended) A method for treating inflammatory bowel disease (IBD), said method comprising:

administering a store operated calcium influx (SOC) inhibitor according to claim 41, thereby treating inflammatory bowel disease (IBD).

83. (Currently amended) A method of treating a disease, comprising administering a pharmaceutical composition comprising an aerosol formulation of a SOC inhibitor according to claim 41, wherein said disease is selected from the group consisting of acute lung injury, adult respiratory distress syndrome, asthma, interstitial lung disease, emphysema, chronic bronchitis and cystic fibrosis.